



CITY OF HOUSTON

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October 4, 2021

Subject: Letter of Clarification No. 4
Houston Airport System – Food and Beverage and Retail Concessions

Reference: Request for Proposals (RFP) No.: S76-T30019

To All Prospective Proposers:

This Letter of Clarification is issued for the following reasons:

- To post the Pre-Proposal Conference presentation and Conference attendee list.
- To post Exhibit XX: Required Proposal Submittal Checklist (**revised**).
- To post the Houston Airport System (HAS) ITRP Construction Transition Plan and the MLIT Map for both Food and Beverage and Retail.
- To answer the following questions:

1.	Question:	Are you able to provide a phasing plan illustrating the general timing of turnover of the concession units in relation to the ITRP – Phase 1, Phase 2, and Phase 3 - as referenced in 1.3.1 (p.9) of the RFP?
	Response	<i>Please see the transition schedule on the City of Houston Strategic Procurement Division website. However, the schedule will be fluid with the progression of the ITRP construction.</i>

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2.	Question:	Please clarify the requirements for 5. Knowledge and Experience (p. 28) which references “managed telecommunication maintenance services”.
	Response	<i>Part VI, Section B, no. 5, Knowledge and Experience is hereby deleted from the RFP document.</i>
3.	Question:	Please clarify how our references should be submitted. Do we include all the following? <ul style="list-style-type: none"> • 6. Client References (p. 28) • Exhibit XVI - References Form (p.156) • 1.12.3 Letter of Reference (p. 15)
	Response	<i>Submit only the following to satisfy the reference requirement:</i> <ul style="list-style-type: none"> <i>a. Page 15: 1.12.3 Letter of Reference.</i> <i>b. Page 156: Exhibit XVI – Reference Form.</i>
4.	Question:	Are you able to provide enplanement projections to complete the 10-year Business Plan Form (Exhibit XIII p.149)?
	Response	<i>HAS doesn’t project enplanements. HAS provided historical data in the RFP. For more details refer to https://www.fly2houston.com/newsroom/media-kit/traffic-and-statistics</i>
5.	Question:	Given the time constraint of the due date, may proposers provide photo inspiration boards in lieu of renderings?
	Response	<i>HAS prefers renderings.</i>
6.	Question:	Is there a proposal guarantee required for Food & Beverage Package 1?
	Response	<i>No.</i>
7.	Question:	We are requesting a copy of the draft lease and a confirmation of the lease term for the retail package. The lease term information is missing from the RFP document.
	Response	<i>The term for both Food and Retail Agreements will be 10 years following the substantial completion of ITRP as stated on Page 1 under Project Summary.</i>

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8.	Question:	Can you please provide LODs and CADs for the locations?
	Response	<i>HAS will provide Lease Out Drawing/Designs (LODs) and Computer-Aided Designs (CADs) to awardees once the project provides “shell” spaces. Terminal D proper has LOD’s and PDF versions of “as-builts”.</i>
9.	Question:	Will specialty automated services (tech enabled workspace) be accepted under this RFP?
	Response	<i>Specialty automated services are not covered in the Scope of Work in this RFP.</i>
10.	Question:	What airlines used terminal D in 2019?
	Response	<i>Aeromexico, Air China, Air France, Air New Zealand, All Nippon Air, Avianca, British Air, Emirates, Ethiopian Air, EVA Air, KLM, Lufthansa, Qatar Air, Singapore Air, Turkish Air, VivaAerobus, Volaris, United Airlines.</i>
11.	Question:	What airlines are expected to use Terminal D when it opens?
	Response	<i>Aeromexico, Air China, Air France, Air New Zealand, All Nippon Air, Avianca, British Air, Emirates, Ethiopian Air, EVA Air, KLM, Lufthansa, Qatar Air, Singapore Air, Turkish Air, VivaAerobus, Volaris, United Airlines.</i>
12.	Question:	Can the airport provide a terminal map that shows the entire Terminal D and combines all food & retail locations?
	Response	<i>Yes. Please see the MLIT Map with both Food & Beverage and Retail locations on the City of Houston’s Strategic Procurement Division website.</i>
13.	Question:	Regarding the Retail RFP, are respondents free to propose their choice of specialty retail uses/concepts for the included specialty retail spaces based on the respondent’s knowledge of the market and customer demand? Or are they limited to the specialty retail uses/concepts predetermined by the HAS?
	Response	<i>Respondents should propose what is requested in the RFP and may also propose alternatives.</i>
14.	Question:	Please provide a terminal map showing the location of space MLITR-10.
	Response	<i>Please see the location of space MLITR-10 in the terminal map posted on the City of Houston’s Strategic Procurement Division website.</i>

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15.	Question:	Please consider expanding the definition of Spa on page 63 to include Entertainment concepts such as video gaming lounges, as these concepts similarly provide travelers with an opportunity to relax and recharge in a semi-private environment.
	Response	<i>Entertainment concepts such as video gaming lounges are not covered in the Scope of Work for this RFP.</i>
16.	Question:	Will Temporary Food/Bev kiosks/services for each Food location be required?
	Response	<i>Temporary Food and Beverage kiosks/services will only apply to existing Terminal D spaces once they are returned to HAS on December 31, 2025. All other spaces will be built out from “shell spaces” before these areas are open to travelers.</i>
17.	Question:	Is the 40% Local participation goal based on square footage of the total facilities or based on total sales?
	Response	<i>The local participation goal is based on square footage of the food and beverage package minus the food court square footage.</i>
18.	Question:	Will a 30-day extension be considered and or granted?
	Response	<i>Please refer to Letter of Clarification No. 3 posted on the City of Houston’s Strategic Procurement Division website regarding an extension.</i>
19.	Question:	Related to the ACDBE goals ... will goods and services % be allowed as an alternative to gross revenue sales targets?
	Response	<i>Airport Concession Disadvantaged Business Enterprise (ACDBE) participation can be counted through ACDBE gross revenue sales and/or purchases of goods and services from an ACDBE.</i>
20.	Question:	Automated retail is clearly called out as an acceptable concession to propose; however, we do not see any automated retail footprints specified in the offering. Please advise: <ul style="list-style-type: none"> a. Are there separate locations for automated retail/vending/services that are not shops (i.e. 500 SF or greater)? b. Will automated services (like work, rest and sleep) modular products be accepted as an alternative to traditional retail? c. Is it possible to carve out or share the larger spaces with multiple tenants to provide a varied offering of retail and services (both automated and non)?

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	Response	<i>Automated Retail has been removed from the Scope of Work in the RFP.</i>
21.	Question:	Can you please provide food/beverage or retail use labels to spaces at new D Pier that are not labeled?
	Response	<i>Yes. Please see the map posted on the City of Houston Strategic Procurement Division website.</i>
22.	Question:	Can you please provide Base Building Project Schedule for the new D Pier?
	Response	<i>Please see the transition schedule posted on the City of Houston Strategic Procurement Division website. However, schedule will be fluid with ITRP construction.</i>
23.	Question:	Please confirm number of gates in the pier and are they all wide body?
	Response	<i>The new Terminal D West Pier will consist of 10 narrow body or 6 widebody gates, depending on adjacent aircraft and scheduling.</i>
24.	Question:	What is the turnover date for the 3 Food and Beverage spaces at terminal E security check point?
	Response	<i>Please see the transition schedule posted on the City of Houston Strategic Procurement Division website. However, the schedule will be fluid with ITRP construction.</i>
25.	Question:	Can you please confirm Numbering and Title of all the Forms that need to be submitted? (Reference Exhibit XX which is the Proposal Submittal Checklist)
	Response	<i>Exhibit XX Proposal Submittal Checklist (now revised) is posted on the City of Houston Strategic Procurement Division website.</i>
26.	Question:	Will you please extend the Solicitation Due Date from October 14, 2021 to November 30, 2021?
	Response	<i>Please refer to Letter of Clarification No. 3 posted on the City of Houston Strategic Procurement Division website regarding an extension.</i>

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27.	Question:	<p>Will the third-party contractor tasked with receiving all deliveries be qualified to inspect fresh produce, fresh fish or poultry? If so, who will be responsible for training these inspectors and what will the quality standards be for the inspection? We will want to confirm that these meet our high standards.</p> <ul style="list-style-type: none"> a) Will there be a set, critical standard for product rejection and will we be credited for rejected product? Similarly, will the third-party contractor be responsible for replacing the rejected product? b) Commissary orders will be large and will take multiple people to deliver. Will the subtenant be required to assist, or will this be Concessionaire's sole responsibility? If the responsibility is solely Concessionaire's, will a subtenant be required to assist in the event of a staffing shortage? Will the Concessionaire be required to restock tenant throughout the day with product from the storeroom? c) When will invoices be delivered to the subtenants? d) Will the carts and dollies be the responsibility of the subtenant to return to the receiving area?
	Response	<p><i>Inspection of fresh produce, fresh fish, and or poultry is not part of the CRDC third party contractor's scope of work. The third-party operator does perform temperature checks, checks smells for odors, or looks for outward signs of issues. If something is noticed, the third-party contractor will immediately contact the tenant to make the final decision to reject or accept the delivery. The CRDC is equipped with large walk-in refrigerators and freezers, its trucks are refrigerated with temperature monitors, and specially insulated carts can be used for delivery. From time of arrival at the CRDC, through end-user sign-off, the third party's technology records tell in real-time the who, when, and where about every handling activity; including the technology that sends out conditional notification warnings of any potential Hazard Analysis Critical Control Point (HACCP) time violations. All deliveries by the third party are based on mutually agreed to "delivered as Promised" time windows with the tenant. Delivery of perishable goods are delivered within an hour of receipt. Those items requiring refrigeration, etc. are handled as such. Any inspections should be performed before any such goods reach the CRDC. Third party will be handling all types of fresh/perishable goods including sushi.</i></p> <ul style="list-style-type: none"> <i>a. Any such standard will be established by the Seller. Suspected negligence or carelessness on the part of the CRDC operator will be examined and determined based on the findings. The CRDC operator will be responsible for its negligence.</i> <i>b. The CRDC operator will be well-versed in handling very large commissary orders. The operator will work with all suppliers to create a highly schedule inbound delivery dock time into the CRDC. Material will be bar-coded for its efficient and effective handling, as well as real time tracking to meet the security requirements. The operator schedules end-user deliveries based on mutually agreed "Delivered" as Promise" time windows. Deliveries to end-users are usually consolidated. Deliveries are made to the storage location, commissary or store as mutually agreed. We will also perform deliveries between the commissary and other terminals with mutually agreed to drop</i>

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		<p>points. The CRDC will always try to help in case of an emergency (and at no cost), but its staffing is based on meeting its work scope. The CRDC does not perform the concessionaires restocking throughout the day. Based on experience, the CRDC will significantly help to reduce concessionaire emergency orders (hot shots) and improve PAR ordering.</p> <p>c. Invoicing is the responsibility of the Vendor/Goods Seller. The CDRC operator does not take title to the goods being received/delivered. Depending upon the Seller/Buyer relationship & preference, an invoice could be delivered at the same time of delivery or an acknowledged delivery receipt could be used to generate an invoice shortly thereafter going directly to the Buyer. In some instances, the tenant has coordinated to have the invoice attached with the paperwork, which could be made available to the tenant through our technology upon arrival at the dock.</p> <p>d. The operator arranges with the tenants and establishes pre-arranged pickup points/windows for all types of returns (carts, dollies, pallets, kegs, bread racks, etc.). This includes picking up from the storage areas to return to the CRDC. If the item is being returned to the supplier, the CDRC operator will coordinate with the supplier for pickup at the CRDC. It should be noted that the CDRC operator's technology tracks these types of items in real-time (including date/time/touch point.</p>
28.	Question:	<p>Can the \$450 sq. ft and the \$250 sq. ft capital investment requirements discussed in Sections 1.7.1 and 1.7.2 be combined into a total cost of the build-out for the entire project?</p> <p>a) We typically spend far beyond \$450 during initial build out and constantly maintain an opening day fresh look. Can this increased initial capital investment be taken into consideration and can the \$75 sq refurbishment requirement discussed in Section 1.7.8 be waived?</p>
	Response	<p>There will be no changes to the capital investment requirements listed in the RFP.</p> <p>a) Section 1.7.8 cannot be waived.</p>
29.	Question:	<p>Please provide separate projected enplanement numbers for each terminal for the years 2022, 2023, 2024, 2025 and 2026. (Because the new D wing is so far from the existing D gates, we would like to see two separate enplanement projections of the D terminal. One for the new D wing being constructed and one for the existing D gates.)</p>

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	Response	HAS does not project enplanements. HAS provided historical data in the RFP. For more details refer to https://www.fly2houston.com/newsroom/media-kit/traffic-and-statistics
30.	Question:	<p>Please confirm which airlines will be flying out of the new wing of terminal D and the existing D gates.</p> <p>a. Will the new terminal D be used solely for international flights, or will there also be domestic flights?</p> <p>b. If there will be domestic flights, can you provide the predicted percentage breakdown between domestic and international flights?</p>
	Response	<p>a. The new gates on the D-West Pier, which are a part of the ITRP development program, are capable of operating either domestic or international flights.</p> <p>b. The schedule details are not yet available so HAS does not have a breakdown of the percentage of domestic vs international flights.</p>
31.	Question:	Please confirm that all airline clubs will remain in their current locations. If this is not the case, please confirm where the new locations will be.
	Response	At this time, the only airline club that will be removed is the British Airways Executive Club, to add hold room space.
32.	Question:	Please also confirm whether any airline clubs will be added to the new D wing under construction, and if so, where they will be located.
	Response	At this time, HAS cannot confirm what, if any changes, will be made to the airline club locations
33.	Question:	The RFP stipulates that concessionaires will be required to utilize the services of a 3 rd party contractor who will provide all receiving, handling, and delivery services. Is the fee 3% of sales for retail (it's made clear it's 3% for Food and Beverage)?
	Response	The 3% fee for the CRDC services applies to all concessionaires, not just Food & Beverage. Page 56 of the RFP will be amended so the Retail Scope includes this language in Section 1.3.
34.	Question:	Related to the ACDBE goals ... will goods and services % be allowed as an alternative to gross revenue sales targets?

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	Response	<i>Airport Concession Disadvantaged Business Enterprise (ACDBE) participation can be counted through ACDBE gross revenue sales and/or purchases of goods and services from an ACDBE.</i>
35.	Question:	<p>Regarding the language in Part II, Compensation to the City, Section 1.5.3, mid-paragraph, beginning ‘Similarly, in the event that the number of passengers, etc.</p> <p><i>Can you kindly provide a numerical example of the intended result? Does that mean that if the originally proposed percentage rent was 15%, and at some point, in the contract, enplanements are double the baseline level, that percentage rent would be 30%?</i></p> <p>(If so, this novel approach, even at lower levels of growth, would defeat the purpose of Percentage Rent and create an unsustainable model for the operator, its employees and the airport).</p>
	Response	<i>During the Term, in the event that the number of passengers enplaning at the Airport during any three-month or longer period shall be less than or equal to eighty percent (80%) of the number of such enplaning passengers for the corresponding period in calendar year 2019 (the last full year of normal enplanements prior to the impacts of the COVID-19 pandemic) (“Baseline Year”), then the Percentage Fee Rate shall be reduced by a commensurate percentage. By way of illustration only, if enplanements were down sixty percent (60%) for such a period, then the Percentage Fee Rate would be reduced by forty percent (40%) for that period. In the event that the number of passengers enplaning at the Airport during any three-month or longer period, shall be more than or equal to 120 percent (120%) of the number of such enplaning passengers for the corresponding period in the Baseline Year, the Percentage Fee Rate shall be increased by two (2) percentage points. In either such event, the City will credit or debit memo with the applicable amount to be used to offset or add, respectively, to the next Percentage Fee payment.</i>
36.	Question:	<p>Please clarify the Phases of the ITRP project.</p> <p>a) Phase 1 is the opening of the West Pier estimated for Aug 2022. Will the new “D knuckle” be expected to open at the same time?</p> <p>b) When will the ICP Departures locations be turned over to the new concessionaire?</p> <p>c) Is the pre-security retail space in the current location as today?</p> <p>d) Will this location be exposed to all of D and E arrivals?</p>

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	Response	<p>a) <i>Please refer to the transition schedule on the City of Houston Strategic Procurement Division website. Schedule will be fluid with the ITRP construction.</i></p> <p>b) <i>Please refer to the transition schedule on the City of Houston Strategic Procurement Division website. The schedule will be fluid with ITRP construction.</i></p> <p>c) <i>No.</i></p> <p>d) <i>No, it will be exposed to international traffic.</i></p>
37.	Question:	<p>Compensation to the City provides protection in the event of significant decline but also provides that rent will increase if traffic increases by more than 20% during the term. We would expect traffic to increase by more than 20% over a 10-year period.</p> <p><i>Will you please consider increasing the threshold to 40% for the increase in rent (while maintaining the 20% for drop in ENP and rent)?</i></p>
	Response	<p><i>During the Term, in the event that the number of passengers enplaning at the Airport during any three-month or longer period shall be less than or equal to eighty percent (80%) of the number of such enplaning passengers for the corresponding period in calendar year 2019 (the last full year of normal enplanements prior to the impacts of the COVID-19 pandemic) ("Baseline Year"), then the Percentage Fee Rate shall be reduced by a commensurate percentage. By way of illustration only, if enplanements were down sixty percent (60%) for such a period, then the Percentage Fee Rate would be reduced by forty percent (40%) for that period. In the event that the number of passengers enplaning at the Airport during any three-month or longer period, shall be more than or equal to 120 percent (120%) of the number of such enplaning passengers for the corresponding period in the Baseline Year, the Percentage Fee Rate shall be increased by two (2) percentage points. In either such event, the City will credit or debit memo with the applicable amount to be used to offset or add, respectively, to the next Percentage Fee payment</i></p>
38.	Question:	<p>When making an investment of this magnitude, we don't forecast a drop in ENP and do project increases in ENP over time. How does this measure for the new West Pier with no history?</p>
	Response	<p><i>HAS does not project enplanements. HAS provided historical data in the RFP. Refer to Attachment B, page 42-45.</i></p> <p><i>For more details refer to https://www.fly2houston.com/newsroom/media-kit/traffic-and-statistics</i></p>

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39.	Question:	How will the spaces be delivered? a) Will the new space in the West Pier be white shell boxes with utilities brought to the lease line? b) The existing spaces in D Proper and ICP delivered “as is”?
	Response	<i>West Pier = White shell boxes with utilities brought to space. West Knuckle = White shell boxes with utilities brought to space. ICP = White shell boxes with utilities brought to space. D-Proper = As is, demolition and demising will be needed.</i>
40.	Question:	What condition are the support spaces in? a) Will finish out be required? b) Will Utilities be in place?
	Response	<i>West Pier = White shell boxes with utilities brought to space. West Knuckle = Existing “As is”. ICP = White shell boxes with utilities brought to space. D-Proper = Existing “As is”.</i>
41.	Question:	<ul style="list-style-type: none"> What are projected ENP for the new West Pier? What are the ENP for C North in 2019?
	Response	<i>HAS does not project enplanements. HAS provided historical data in the RFP. Refer to Attachment B, page 42-45. For more details refer to https://www.fly2houston.com/newsroom/media-kit/traffic-and-statistics</i>
42.	Question:	Do you anticipate those traveling out of the West Pier to use the C security check point or the D Security check point?
	Response	<i>Both.</i>
43.	Question:	Is it anticipated that all current D Proper gates remain in use?
	Response	<i>Yes.</i>
44.	Question:	For the spa location, the majority of the sales from a spa don't require a delivery of product but are service related. <i>Please confirm that the 3% would not be on the full sales but only related to products sold.</i>
	Response	<i>3% applies to all gross sales.</i>

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45.	Question:	It is our understanding that space 1, 2 and 3 (D Proper) will not be moving and will remain exactly as is. Yet, the schedule in the RFP on the chart outlining the spaces states that “re-demising required”. Please clarify why re-demising will be required if the spaces do not change.
	Response	<i>These spaces do not get turned over until December 31, 2025. At that time, demolition and re-demising will be required.</i>
46.	Question:	There are several green spaces shown in the new West Pier “knuckle” that are not included in the F&B or Retail RFPs. One is the first space on the right side, the large space just above this one and finally one of the free-floating spaces. What will these spaces be used for?
	Response	<i>These spaces will be used for Duty Free, which is not part of the Scope of Work for this RFP.</i>

When issued, Letter(s) of Clarification shall automatically become a part of the proposal documents and shall supersede any previous specification(s) and/or provision(s) in conflict with the Letter(s) of Clarification. All revisions, responses, and answers incorporated into the Letter(s) of Clarification are collaboratively from both the Strategic Procurement Division and the Houston Airport System. It is the responsibility of the proposers to ensure that it has obtained all such letter(s). By submitting a proposal on this project, proposers shall be deemed to have received all Letter(s) of Clarification and to have incorporated them into the proposal.

If you have any questions or if further clarification is needed regarding this Request for Proposals, please contact Bridget W. Cormier at 832.393.8715.

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Regards,

DocuSigned by:

Jerry Adams

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Jerry Adams
Chief Procurement Officer

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